

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**SEVENTH INTERIM APPLICATION OF FTI CONSULTING, INC., FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
SEARS HOLDINGS CORPORATION, *ET AL.* FOR INTERIM ALLOWANCE OF
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
FROM NOVEMBER 1, 2020 THROUGH FEBRUARY 28, 2021**

Name of Applicant:

FTI Consulting, Inc.

Authorized to provide Professional Services
to:

Official Committee of Unsecured Creditors
of Sears Holding Corporation, *et al.*

Date of Retention:

December 19, 2018, *nunc pro tunc* to October
25, 2018

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); and Sears Brands Management Corporation (5365). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

Period for which compensation and reimbursement is sought: November 1, 2020 through February 28, 2021

Amount of Compensation sought as actual, reasonable and necessary \$39,085.00

Amount of Expense Reimbursement sought as actual, reasonable and necessary \$0.00

Total Fees and Expenses Due: \$39,085.00

This is a: _____ monthly X interim _____ final application

**SUMMARY OF MONTHLY FEE STATEMENTS
DURING THE APPLICATION PERIOD**

Date Filed Docket No.	Period Covered	Fees Requested (100% of Fees)	Fees Due (80% Fees)	Holdback (20% Fees)	Expenses Requested (100% Expenses)	Amounts Paid to Date	Remaining Unpaid Amount
4/14/21 Dkt. 9413	11/1/20 - 2/28/21	\$ 39,085.00	\$ 31,268.00	\$ 7,817.00	\$ -	-	\$ 39,085.00
TOTAL		\$ 39,085.00	\$ 31,268.00	\$ 7,817.00	\$ -	\$ -	\$ 39,085.00

**SUMMARY OF SERVICES BY PROFESSIONAL
DURING THE APPLICATION PERIOD**

Professional	Position	Specialty	Billing Rate ¹	Total Hours	Total Fees
Nelson, Cynthia A	Sr Managing Dir	Retail	\$ 1,120	0.6	\$ 672.00
Star, Samuel	Sr Managing Dir	Restructuring	1,165	0.7	815.50
Diaz, Matthew	Sr Managing Dir	Restructuring	1,105	7.7	8,512.00
Eisler, Marshall	Senior Director	Restructuring	875	12.7	11,112.50
Kim, Ye Darm	Sr Consultant	Restructuring	635	22.7	14,414.50
Shapiro, Jill	Consultant	Restructuring	438	7.8	3,418.50
Hellmund-Mora, Marili	Project Asst	Restructuring	280	0.5	140.00
TOTAL				52.7	\$ 39,085.00

¹Rates reflect blended billing rates of professionals during the period. New billing rates were effective as of 1/1/2021.

**SUMMARY OF HOURS BY PROJECT CATEGORY INCURRED
DURING THE APPLICATION PERIOD**

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	6.9	\$ 5,802.50
3	Financing Matters (DIP, Exit, Other)	12.5	\$ 8,489.50
4	Trade Vendor Issues	0.7	\$ 590.00
5	Real Estate Issues	0.6	672.00
11	Prepare for and Attend Court Hearings	1.1	\$ 1,193.50
17	Wind Down Monitoring	4.5	3,184.50
18	Potential Avoidance Actions & Litigation	16.6	13,615.00
20	General Meetings with Debtor & Debtors' Professionals	1.0	552.50
21	General Mtgs with UCC & UCC Counsel	1.1	632.50
23	Firm Retention	0.9	562.00
24	Preparation of Fee Application	6.8	3,791.00
TOTAL		52.7	\$39,085.00

FTI Consulting, Inc. (together with its wholly owned subsidiaries, the “**Applicant**” or “**FTI**”), financial advisor to the Official Committee of Unsecured Creditors (the “**Committee**”) of Sears Holdings Corporation, *et al.*, (collectively, the “**Debtors**”), hereby submits its Seventh Interim Fee Application (the “**Fee Application**”) for allowance of compensation for professional services performed by FTI for the period commencing November 1, 2020 through and including February 28, 2021 (the “**Application Period**”) and reimbursement of its actual and necessary expenses incurred during the Application Period, and respectfully represents as follows:

INTRODUCTION

1. FTI provided services to the Committee in accordance with the instructions and directions of the Committee. FTI is compensated on an hourly fee basis, plus reimbursement of actual and necessary expenses incurred by FTI.

2. By this Fee Application, FTI seeks allowance of (i) compensation for actual and necessary professional services rendered by FTI as financial advisor to the Committee for the Application Period in the amount of \$39,085.00 and (ii) reimbursement for expenses incurred in the Application Period in the amount of \$0.00, for a total of \$39,085.00 for the Application Period.

3. The statutory bases for the relief requested herein are sections 330, 331, and 1103 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-1 of the Local Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), and the United States Trustee’s Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 for Attorneys in Larger Chapter 11 Cases, effective as of November 1, 2013 (the “**U.S. Trustee Guidelines**”). This Application has been prepared in accordance with General Order M-447, the *Amended Guidelines for Fees and Disbursements for Professionals in the Southern District of New York* (June 17, 2013) promulgated pursuant to Local Bankruptcy Rule 2016-1(a) (the “**Local Guidelines**”), the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered on November 16, 2018, [ECF No.796] (the “**Interim Compensation Order**”), and the *Order Authorizing Appointment of Independent Fee Examiner Pursuant to 11 U.S.C. § 105(a) and Modifying Interim Compensation Procedures for Certain Professionals Employed Pursuant to 11 U.S.C. § 327* [ECF No. 3307] (the “**Fee Examiner Order**”).

4. This Fee Application summarizes the services rendered by FTI on behalf of the Committee during the Application Period. While it is not possible or practical to describe each and every activity undertaken by FTI, FTI has maintained contemporaneous time records which include a detailed chronology of the daily services rendered, describing the precise nature of the work, the specific tasks performed, and the time expended by each professional. A breakdown of the hours and fees by professional is annexed hereto as **Exhibit A**. A breakdown of the hours and fees by task code is annexed hereto as **Exhibit B**. A detailed copy of the time records for the Application Period is annexed hereto as **Exhibit C**.

5. In accordance with the Interim Compensation Order, FTI has requested payment for 80% of the fees for actual and necessary legal services incurred during the Application Period in the amount of \$31,268.00 (see page 2) and for 100% of the expenses incurred during the Application Period in the amount of \$0.00 for a total amount of \$31,268.00. FTI submitted the following monthly statements (each a “**Monthly Fee Statement**”) during the Application Period.

- i. On April 14, 2021, FTI filed the *Twenty Fifth Monthly Fee Statement of FTI Consulting, Inc for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Financial Advisors to the Official Committee of Unsecured Creditors for the Period from November 1, 2020 Through February 28, 2021 Filed by Ira S. Dizengoff on behalf of Official Committee of Unsecured Creditors of Sears Holdings, et al.* [ECF No. 9413] seeking compensation for actual and necessary professional fees rendered in the amount of \$39,085.00 (to date, FTI has not yet received payment related to this Monthly Fee Statement).

6. As of the date of this Fee Application, FTI is owed \$39,085.00 for professional fees and \$0.00 for actual and necessary expenses for a total of \$39,085.00.

JURISDICTION

7. This Court has jurisdiction over this Fee Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2). Venue of this proceeding and this Application in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

8. On October 15, 2018 (the “**Petition Date**”), the Debtors filed with the United States Bankruptcy Court for the Southern District of New York (this “**Court**”) their voluntary petitions for relief under chapter 11 of the Bankruptcy Code. For the bankruptcy process, the Debtors selected Weil, Gotshal & Manges LLP as counsel (“**Weil**”), M-III Partners, LP as financial advisor (“**M-III**”), and Lazard Frères & Co as its investment banker (“**Lazard**”).

9. The Debtors continue to operate their businesses and manage their assets as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

10. On October 24, 2018, the Office of the United States Trustee for the Southern District (the “**US Trustee**”) filed a *Notice of Appointment of Official Committee of Unsecured Creditors* [ECF No. 276] pursuant to section 1102 of the Bankruptcy Code. At the Formation Meeting, the Committee selected Akin Gump Strauss Hauer & Feld LLP (“**Akin**”) as its counsel, and on October 25, 2018, the Committee selected FTI as its financial advisor. On October 29, 2018, the Committee selected Houlihan Lokey Capital Inc. as its investment banker (“**Houlihan**”).

11. As of the date of this Fee Application, the Committee is comprised of: (a) Pension Benefit Guaranty Corporation; (b) Oswaldo Cruz; (c) Winiadaewoo Electronics America; (d)

Computershare Trust Company, N.A.; (e) The Bank of New York Mellon Trust Company; (f) Simon Property Group, L.P.; (g) Brixmor Operating Partnership, L.P.²

12. On December 19, 2018, the Court entered the *Order Authorizing the Retention of FTI Consulting Inc. as Financial Advisor to the Official Committee of Unsecured Creditors Nunc Pro Tunc to October 25, 2018* [ECF No. 1325] (the “**Retention Order**”).

TERMS AND CONDITIONS OF EMPLOYMENT

13. FTI is compensated on an hourly fee basis, plus reimbursement of actual and necessary expenses incurred by FTI. For further information regarding the terms and conditions of FTI’s retention, please see the Retention Order. FTI filed the Star Declaration in support of its retention on February 13, 2019 [ECF No. 2577].

SUMMARY OF SERVICES RENDERED

14. The Debtors’ chapter 11 cases have presented numerous large and complex issues that had to be addressed in order to preserve and maximize value for unsecured creditors. The Retention Order authorized FTI to render financial advisory services to the Committee.

15. FTI has taken reasonable steps to avoid duplication of services by FTI’s professionals. During the course of the Application Period, there have been a few instances where more than one FTI professional attended a hearing or conference. These multiple attendees were necessary to accomplish the significant amount of work which needed to be performed in a compressed amount of time involving complex facts and transactions and the participation to divide up the work was necessary under the circumstances.

² At the Formation Meeting, the US Trustee appointed nine members to the Committee. However, Basil Vasiliou and Apex Tool Group, LLC resigned from the Committee on January 13, 2019 and March 31, 2020, respectively.

16. The primary services during the Seventh Interim Period rendered by FTI include, but are not limited to, work in evaluating various proposals to continue financing litigation for the estate, review of operating results, and analysis and diligence associated with preference-related matters. FTI's Fee Application and project billing format is generally consistent, or substantially conforms, with and is inclusive of all of the concepts in Exhibit A to the Local Guidelines, and includes additional detail, information, and categories.

REASONABLENESS OF FEES

17. FTI seeks compensation for actual, necessary professional services rendered and reimbursement of reasonable expenses incurred on behalf of the Committee during the Application Period. During the Application Period, FTI charged \$39,085.00 in fees. FTI submits that its fees are reasonable for the work performed in these cases and the results obtained.

18. All of the services for which interim compensation is sought herein were rendered for and on behalf of the Committee and not on behalf of any other entity. FTI respectfully submits that the professional services rendered were necessary, appropriate and have contributed to the effective administration of the Debtors' chapter 11 cases and maximization of value. It is respectfully submitted that the services rendered to the Committee were performed efficiently, effectively and economically, and the results obtained have benefited the unsecured creditor body as a whole and the Debtors' estates.

19. FTI believes that its billing rates in these Chapter 11 cases are "reasonable billing rates" for purposes of this Court's determination of the "reasonableness" of the fees for services rendered, appropriate for fees in these cases, and are in accordance with FTI's Retention Application. FTI's customary billing rates were disclosed in the retention papers and approved by this Court.

CONCLUSION

20. In accordance with the factors enumerated in section 331 of the Bankruptcy Code, the amounts requested herein are fair and reasonable given (a) the complexity of the cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

21. FTI submits that pursuant to the criteria normally examined in bankruptcy cases and based upon the factors considered in accordance with sections 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016, the results achieved provide more than sufficient justification for approval of the compensation sought by FTI.

22. As a result of FTI's efforts herein, it is respectfully submitted that FTI's efforts are resulting in a substantial benefit to the Committee and its constituents.

23. WHEREFORE, FTI respectfully requests that a seventh interim award for fees during the Application Period in the amount of \$39,085.00 and reimbursable expenses in the amount of \$0.00, totaling \$39,085.00 be granted and that this Court grant such other, further and different relief as it deems just and proper.

Dated: New York, New York
April 14, 2021

FTI CONSULTING, INC.
Financial Advisors to the Official Committee of
Unsecured Creditors of Sears Holdings Corporation

By: /s/ Matthew Diaz
Matthew Diaz, Senior Managing Director
Three Times Square, 10th Floor
New York, New York 10036
Telephone: (212) 499-3611
Email: matt.diaz@fticonsulting.com

Exhibit A

EXHIBIT A**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY PROFESSIONAL****FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021**

Professional	Position	Specialty	Billing Rate¹	Total Hours	Total Fees
Nelson, Cynthia A	Sr Managing Dir	Retail	\$ 1,120	0.6	\$ 672.00
Star, Samuel	Sr Managing Dir	Restructuring	1,165	0.7	815.50
Diaz, Matthew	Sr Managing Dir	Restructuring	1,105	7.7	8,512.00
Eisler, Marshall	Senior Director	Restructuring	875	12.7	11,112.50
Kim, Ye Darm	Sr Consultant	Restructuring	635	22.7	14,414.50
Shapiro, Jill	Consultant	Restructuring	438	7.8	3,418.50
Hellmund-Mora, Marili	Project Asst	Restructuring	280	0.5	140.00
TOTAL				52.7	\$ 39,085.00

¹Rates reflect blended billing rates of professionals during the period. New billing rates were effective as of 1/1/2021.

Exhibit B

EXHIBIT B**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538****SUMMARY OF HOURS BY TASK****FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021**

Task Code	Task Description	Total Hours	Total Fees
1	Current Operating Results & Events	6.9	\$ 5,802.50
3	Financing Matters (DIP, Exit, Other)	12.5	\$ 8,489.50
4	Trade Vendor Issues	0.7	\$ 590.00
5	Real Estate Issues	0.6	672.00
11	Prepare for and Attend Court Hearings	1.1	\$ 1,193.50
17	Wind Down Monitoring	4.5	3,184.50
18	Potential Avoidance Actions & Litigation	16.6	13,615.00
20	General Meetings with Debtor & Debtors' Professionals	1.0	552.50
21	General Mtgs with UCC & UCC Counsel	1.1	632.50
23	Firm Retention	0.9	562.00
24	Preparation of Fee Application	6.8	3,791.00
TOTAL		52.7	\$39,085.00

Exhibit C

EXHIBIT C
SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538
DETAIL OF TIME ENTRIES
FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021

Task Category	Date	Professional	Hours	Activity
1	1/21/2021	Star, Samuel	0.2	Review court status report re: administrative claims and available cash for distribution.
1	1/21/2021	Diaz, Matthew	0.7	Review the status update report filed with the court.
1	1/21/2021	Kim, Ye Darm	0.5	Review latest status report filed by the Debtors.
1	1/22/2021	Diaz, Matthew	0.7	Review the updated status report and reconcile to the previous ones.
1	1/22/2021	Eisler, Marshall	1.2	Review status report filed with the court detailing current administrative funding gap.
1	1/22/2021	Kim, Ye Darm	0.3	Participate on call with team re: case status, including sources to cover remaining administrative claims and deliverables for UCC.
1	1/22/2021	Shapiro, Jill	0.3	Review status report filed with court re: administrative claims and related funding gap.
1	1/22/2021	Shapiro, Jill	0.3	Participate on call with team re: case status, including sources to cover remaining administrative claims and deliverables for UCC.
1	1/22/2021	Star, Samuel	0.3	Participate on call with team re: case status, including sources to cover remaining administrative claims and deliverables for UCC.
1	1/26/2021	Kim, Ye Darm	0.9	Review status update and cash flow forecast and prepare diligence questions for M-III.
1	1/29/2021	Eisler, Marshall	1.2	Review status report chart detailing effective date funding gap.
1	2/3/2021	Kim, Ye Darm	0.3	Participate in call re: status update key points.
1 Total			6.9	
3	2/23/2021	Kim, Ye Darm	0.7	Review issues re: litigation funding.
3	2/24/2021	Kim, Ye Darm	0.5	Participate in call re: litigation funding.
3	2/24/2021	Kim, Ye Darm	0.6	Analyze materials re: litigation funding.
3	2/24/2021	Kim, Ye Darm	0.3	Continue to review issues re: litigation funding.
3	2/24/2021	Kim, Ye Darm	2.8	Prepare analysis re: litigation funding.
3	2/25/2021	Kim, Ye Darm	0.8	Participate in call re: litigation funding.
3	2/25/2021	Kim, Ye Darm	0.5	Participate in call re: litigation funding.
3	2/25/2021	Kim, Ye Darm	2.3	Update analysis re: litigation funding.
3	2/25/2021	Kim, Ye Darm	0.6	Process updates to analysis re: litigation funding.
3	2/25/2021	Eisler, Marshall	0.6	Evaluate issues re: litigation funding.
3	2/26/2021	Kim, Ye Darm	0.4	Process revisions to litigation funding analysis.
3	2/26/2021	Kim, Ye Darm	0.7	Prepare responses to Counsel's questions re: litigation funding analysis.
3	2/26/2021	Eisler, Marshall	1.7	Review analysis re: litigation funding.
3 Total			12.5	
4	1/14/2021	Diaz, Matthew	0.3	Review objection to the Pearl substantial contribution claim.
4	1/21/2021	Kim, Ye Darm	0.4	Review letter filed by Wander/Orient Craft re: post-confirmation status update.
4 Total			0.7	
5	1/26/2021	Nelson, Cynthia A	0.5	Review proposed asset sales by Debtors.
5	1/27/2021	Nelson, Cynthia A	0.1	Review updated information from broker regarding sale of parcel.
5 Total			0.6	
11	11/17/2020	Diaz, Matthew	0.5	Review correspondence related to 11/18 hearing.
11	11/21/2020	Diaz, Matthew	0.3	Review correspondence from counsel re: hearing update.
11	12/10/2020	Diaz, Matthew	0.3	Review correspondence on outcome of 11/18 hearing.
11 Total			1.1	
17	11/20/2020	Diaz, Matthew	0.3	Review correspondence from counsel re: case developments.
17	1/14/2021	Diaz, Matthew	0.6	Review recovery analysis.
17	1/21/2021	Shapiro, Jill	0.6	Review and analyze status report.
17	1/29/2021	Kim, Ye Darm	0.5	Update diligence question list re: status report and send to M-III.

EXHIBIT C
SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538
DETAIL OF TIME ENTRIES
FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021

Task Category	Date	Professional	Hours	Activity
17	2/1/2021	Kim, Ye Darm	0.3	Prepare summary of notes and draft email re: call with M-III on status report.
17	2/2/2021	Kim, Ye Darm	0.8	Review updated cash flow forecast.
17	2/2/2021	Kim, Ye Darm	0.7	Prepare notes on cash flow forecast for UCC call re: status update.
17	2/2/2021	Kim, Ye Darm	0.7	Draft talking points for UCC call re: status update.
17 Total			4.5	
18	11/25/2020	Diaz, Matthew	0.3	Research and provide response to counsel re: litigation.
18	12/4/2020	Diaz, Matthew	0.4	Review correspondence related to the Transform turnover motion.
18	1/4/2021	Kim, Ye Darm	2.9	Review insider holdings of Sears Holding Corporation.
18	1/5/2021	Shapiro, Jill	0.5	Review insider holders at time of pre-petition transactions.
18	1/6/2021	Kim, Ye Darm	0.9	Review complaint source documents.
18	1/18/2021	Eisler, Marshall	1.0	Research diligence request from counsel.
18	1/26/2021	Eisler, Marshall	1.2	Review status report chart detailing effective date funding gap.
18	1/29/2021	Eisler, Marshall	2.1	Respond to diligence question from counsel re: pre-petition transactions.
18	2/2/2021	Kim, Ye Darm	1.1	Review counsel's draft presentation re: litigation.
18	2/3/2021	Diaz, Matthew	1.9	Review the Akin Sears litigation update presentation.
18	2/3/2021	Eisler, Marshall	3.1	Prepare for monthly UCC call.
18	2/17/2021	Kim, Ye Darm	0.6	Prepare response for Counsel re: shares outstanding.
18	2/23/2021	Eisler, Marshall	0.6	Analyze key issues re: litigation funding.
18 Total			16.6	
20	2/1/2021	Kim, Ye Darm	0.5	Participate in call with M-III re: status update.
20	2/1/2021	Shapiro, Jill	0.5	Participate in call with M-III re: status update.
20 Total			1.0	
21	2/3/2021	Kim, Ye Darm	0.3	Participate on call w/ counsel re: UCC call catch up.
21	2/4/2021	Kim, Ye Darm	0.4	Participate in UCC call re: status update.
21	2/4/2021	Shapiro, Jill	0.4	Participate in UCC call re: status update.
21 Total			1.1	
23	1/7/2021	Shapiro, Jill	0.5	Prepare rate change notice.
23	1/8/2021	Star, Samuel	0.2	Review supplemental declaration for rate changes.
23	1/8/2021	Shapiro, Jill	0.2	Finalize rate change notice.
23 Total			0.9	
24	11/3/2020	Shapiro, Jill	0.2	Prepare July fee statement to meet fee examiner guidelines.
24	11/3/2020	Shapiro, Jill	0.3	Prepare August fee statement to meet fee examiner guidelines.
24	12/7/2020	Diaz, Matthew	0.4	Review October fee statement.
24	12/7/2020	Shapiro, Jill	0.6	Prepare October fee statement.
24	12/8/2020	Hellmund-Mora, Marili	0.5	Update and finalize October fee statement.
24	12/8/2020	Shapiro, Jill	0.3	Prepare October Fee Statement to meet fee examiner guidelines.
24	12/8/2020	Shapiro, Jill	1.7	Prepare Sixth Interim Fee Application.
24	12/9/2020	Shapiro, Jill	0.6	Prepare updates to Sixth Interim Fee Application.
24	12/10/2020	Diaz, Matthew	0.7	Review Sears Sixth Interim Fee Application.
24	12/10/2020	Shapiro, Jill	0.6	Process updates to Sixth Interim Fee Application.
24	12/11/2020	Shapiro, Jill	0.2	Finalize Sixth Interim Fee Application.
24	2/1/2021	Diaz, Matthew	0.3	Review the Sears proposed interim order.
24	2/1/2021	Kim, Ye Darm	0.4	Review interim payment numbers for Sixth interim fee order.
24 Total			6.8	
Grand Total			52.7	

Exhibit D

EXHIBIT D

**SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538
SUMMARY OF EXPENSES
FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021**

Expense Type	Amount
---------------------	---------------

Not Applicable in this month.

Exhibit E

EXHIBIT E

SEARS HOLDINGS CORPORATION, et al. - CASE NO. 18-23538

EXPENSE DETAIL

FOR THE PERIOD NOVEMBER 1, 2020 TO FEBRUARY 28, 2021

Date	Professional	Expense Type	Expense Detail	Amount
Not Applicable in this month.				